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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ADELPHIA RECOVERY TRUST,

Plaintiff,

vs.

BANK OF AMERICA, N.A., *et al.*,

Defendants.

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) No. 05-CV-9050 (LMM)
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**NON-AGENT LENDERS' CONSOLIDATED NOTICE OF MOTIONS AND
MOTIONS TO DISMISS PLAINTIFFS' AMENDED COMPLAINT**

PLEASE TAKE NOTICE that the Non-Agent Lenders represented by Kirkland & Ellis LLP (who are identified by name at Exhibit 22 to the Joint Appendix of Exhibits, filed concurrently) will move this Court before the Honorable Lawrence M. McKenna, United States District Court Judge, United States District Court, Southern District of New York, United States Courthouse, Courtroom 14C, 500 Pearl Street, New York, New York 10007, for an order, pursuant to Rules 12(b)(1) and (b)(6) of the Federal Rules of Civil Procedure, dismissing the

Amended Complaint without leave to amend and granting such other and further relief as the Court deems just and proper.

Kirkland & Ellis LLP represents approximately 400 entities named by Plaintiffs as “Syndicate Lender” or “Assignee” defendants (though there may be some duplicate entities that reduce that number to approximately 370 entities). These entities held, at various points in time, approximately \$4.1 Billion in principal and interest owed pursuant to the six credit facilities identified in the Amended Complaint. All claims asserted against these Non-Agent Lenders should be dismissed based on (i) the indemnification provisions contained in the applicable Plans of Reorganization, (ii) Plaintiffs’ lack of standing to assert the claims against the Non-Agent Lenders, (iii) the Bankruptcy Court’s prior ruling on the Agent and Investment Banks’ motions to dismiss, and (iv) Plaintiffs’ failures to plead facts required to state equitable subordination and disallowance claims. The Non-Agent Lenders’ Motions to Dismiss are based upon the six supporting Memoranda of Law filed concurrently, which set forth in detail the bases for dismissing the Amended Complaint, as well as all prior proceedings herein, and the consolidated Request for Judicial Notice and Joint Appendix of Exhibits in support of the Non-Agent Lenders’ Motions to Dismiss the Amended Complaint, also filed concurrently.

The Non-Agent Lenders’ Memoranda of Law supporting their Motions to Dismiss are organized by the six credit facilities identified in the Amended Complaint. In an effort to not repeat arguments that apply across the various credit facilities, the Non-Agent Lenders have numbered their Memoranda of Law and have incorporated arguments made in the CCH (Co-Borrowing Facility) Memorandum of Law and/or the Parnassos (Non-Co-Borrowing Facility) Memorandum of Law into the other briefs, as applicable. The Memoranda of Law are ordered as follows:

1. “CCH” (Co-Borrowing Facility), Motion No. 1 of 6
2. “Olympus” (Co-Borrowing Facility), Motion No. 2 of 6
3. “UCA” (Co-Borrowing Facility), Motion No. 3 of 6

4. "Parnassos" (Non-Co-Borrowing Facility), Motion No. 4 of 6
5. "FrontierVision" (Non-Co-Borrowing Facility), Motion No. 5 of 6
6. "Century-TCI" (Non-Co-Borrowing Facility), Motion No. 6 of 6

PLEASE TAKE FURTHER NOTICE that, pursuant to the Stipulation and Order, Docket No. 156 in Case No. 05-CV-9050, Plaintiffs have until on or before February 14, 2008 to file their opposition, and the Non-Agent Lenders have until on or before March 6, 2008 to file their reply.

Dated: December 21, 2007

/s/ Richard L. Wynne
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